IN THE SPECIFICATION

Please amend the specification as follows:

[0089] Suitable dipeptides for use herein include Carnosine (beta-Ala-His). Suitable tripeptides for use herein include Arg-Lys-Arg, His-Gly-Gly. Preferred tripeptides and derivatives thereof include N-Palmitoyl-Gly-Lys-His, which may be purchased from Sederma, France); ~~Peptide~~ PEPTIDE CK (Arg-Lys-Arg); ~~Peptide~~ PEPTIDE CK+(ac-Arg-Lys-Arg-NH_2); and a copper derivative of His-Gly-Gly sold commercially as ~~lamin~~LAMIN, from Sigma (St. Louis, Mo.). Suitable tetrapeptides for use herein include ~~Peptide~~ PEPTIDE E, Arg-Ser-Arg-Lys (SEQ ID NO: 8). Other suitable peptides for use herein include, but are not limited to Tyr-Arg, Val-Trp, Asn-Phe, Asp-Phe, N-Palmitoyl-beta-Ala-His, N-Acetyl-Tyr-Arg-hexadecylester, and derivatives thereof, Lys-Phe-Lys, N-Elaidoyl-Lys-Phe-Lys and its analogs of conservative substitution, N-Acetyl-Arg-Lys-Arg-NH_2, and derivatives thereof. Suitable pentapeptides and hexapeptides for use herein include, but are not limited to N-Palmitoyl-Lys-Thr-Thr-Lys-Ser (SEQ ID NO: 5), N-Palmitoyl-Tyr-Gly-Gly-Phe-X (SEQ ID NO: 9) with X Met or Leu or mixtures thereof, N-Palmitoyl-Val-Gly-Val-Ala-Pro-Gly (SEQ ID NO: 10) and derivatives thereof. A preferred dipeptide derivative is N-Acetyl-Tyr-Arg-hexadecylester (CALMOSENSINE® from SEDERMA, France). Preferred tripeptides and derivatives thereof include N-Palmitoyl-Gly-Lys-His (Pal-GKH from SEDERMA, France), Peptide CK (Arg-Lys-Arg) and Lipospondin (N-Elaidoyl-Lys-Phe-Lys) and its conservative substitution analogs, Peptide CK+ (N-Acetyl-Arg-Lys-Arg-NH_2). Suitable pentapeptides for use herein also include N-Palmitoyl-Lys-Thr-Thr-Lys-Ser (SEQ ID NO: 5), available as MATRIXYL® from SEDERMA, France. Hexapeptides such as those disclosed in French Patent Appln. No. FR 0305707, filed May 12, 2003, in the name of SEDERMA may also be used.

[0090] When included in the present compositions, the additional peptides are preferably used in amounts of from about $1X10^{-6}$% to about 10%, more preferably from about $1X10^{-6}$% to about 0.1%, even more preferably from about $1X10^{-5}$% to about 0.01%, by weight of the composition. In certain embodiments which include the peptide ~~Carnosine~~CARNOSINE®, the compositions preferably

contain from about 0.1% to about 5%, by weight of the composition, of such peptides. In other embodiments wherein the peptide-containing composition ~~Biopeptide~~ BIOPEPTIDE CL® is included, the resulting composition preferably contains from about 0.1% to about 10%, by weight of the composition, of the ~~Biopeptide~~ BIOPEPTIDE CL®.

[0094] Anti-oxidants/radical scavengers such as ascorbic acid (vitamin C) and its salts, ascorbyl esters of fatty acids, ascorbic acid derivatives (*e.g.*, magnesium ascorbyl phosphate, sodium ascorbyl phosphate, ascorbyl sorbate), tocopherol (vitamin E), tocopherol sorbate, tocopherol acetate, other esters of tocopherol, butylated hydroxy benzoic acids and their salts, peroxides including hydrogen peroxide, perborate, thioglycolates, persulfate salts, 6-hydroxy-2,5,7,8-tetramethylchroman-2-carboxylic acid (commercially available under the tradename ~~Trolox~~TROLOX®), gallic acid and its alkyl esters, especially propyl gallate, uric acid and its salts and alkyl esters, sorbic acid and its salts, lipoic acid, amines (*e.g.*, N,N-diethylhydroxylamine, amino-guanidine), sulfhydryl compounds (*e.g.*, glutathione), dihydroxy fumaric acid and its salts, lycine pidolate, arginine pilolate, nordihydroguaiaretic acid, bioflavonoids, curcumin, lysine, 1-methionine, proline, superoxide dismutase, silymarin, tea extracts, grape skin/seed extracts, melanin, and rosemary extracts may be used. Preferred anti-oxidants/radical scavengers are selected from tocopherol sorbate and other esters of tocopherol, more preferably tocopherol sorbate. For example, the use of tocopherol sorbate in topical compositions and applicable to the present invention is described in U.S. Pat. No. 4,847,071, issued on Jul. 11, 1989 to Donald L. Bissett, Rodney D. Bush and Ranjit Chatterjee.

[0272] Example 1: Anti-wrinkle Night Cream

PRODUCT	INCI name	%
I. PHASE A		
H_2O		70.95
Ultrez 10	Carbomer	0.15
PHASE B		

Glycerine	Glycerin	3.50
PHASE C		
Volpo S 2	Steareth 2	0.40
Crodafos CES	Cetearyl alcohol dicetyl phosphate & ceteth 10 phosphate	4.00
DC 345	Cyclohexasiloxane	2.00
Crodamol OSU	Dioctyl succinate	7.00
Volpo S 10	Steareth 10	1.20
Nipastat	Mixed parabens	0.30
PHASE D		
Sorbate	Sorbate	0.10
PHASE E		
H_2O		2.50
N_aOH 38 %	Sodium hydroxyde	0.30
PHASE F		
II. Perfume	**Fragrance**	**0.10**
PHASE G		
MATRIXYL® 3000	*)	**3.00**

This emulsion is prepared in the following way: Phase A: disperse Ultrez 10 in water and let it swell for 20 minutes, then add phase B; heat to 75 C°. Heat Phase C separately to 75°C.
Mix the two phases under stirring, homogenise, add Phase D, neutralise with Phase E, cool until reaching 30°C, then add Phase F and Phase G, adjust pH to ~6 with NaOH.

**) MATRIXYL 3000® is sold by SEDERMA, 29 rue du chemin vert- BP 33, 78612 Le Perray-en-Yvelines cedex France and contains: butylene glycol, carbomer, polysorbate-20, N-Palmitoyl-Gly-Gln-Pro-Arg (SEQ ID NO: 3) and N-Palmitoyl-Gly-His-Lys. The concentration of the tetrapeptide is 0.005% (w/w) and the concentration of the tripeptide is 0.01%, thus in the example cited, the amount of tripeptide is 0.0003% and of tetrapeptide 0.00015%.*

The resulting emulsion should be well suited for fragile, aged skin, to improve fine lines, wrinkles, and dryness, reduce redness and irritation.